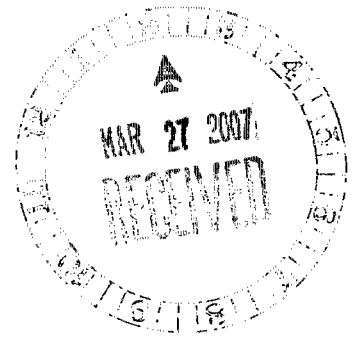


RECORDATION NO. 22845-I FILED

MAR 27 '07

4-28 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

March 23, 2007

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel. 847.318.7575
Fax. 847.318.7588

Mr. Vernon Williams
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated March 1, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 22845.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: The Burlington Northern and Santa Fe
Railway Company
2600 Lou Menk Drive
Fort Worth, TX 76161

A description of the railroad equipment covered by the enclosed document is eighty-five (85) 4650/4750 cu. ft. covered hopper Cars, marked FURX (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows:

Memorandum of Lease

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5375. Thank you for your cooperation in this matter.

Sincerely,

Janice Enolva
Manager of Documentation

Enclosures

(BNSF133)

MAR 27 '07

4-28 PM

ASSGN. NO.: BNSF133

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

1st THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of March, 2007, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and BNSF Railway Company ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of July 1, 1995, as amended April 1, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 85 to the Lease (the "Rider"), as described in more particular on Exhibit A attached and incorporated herein for all purposes, effective as of October 23, 2006, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]
Name: KA DOMBROWSKI
Title: DIRECTOR OF DOCUMENTATION

By: [Signature]
Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing
Title: _____

Executed on this 8th day of March, 2007.

[CORPORATE SEAL]

STATE OF ILLINOIS
COUNTY OF COOK

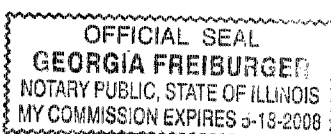
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 8th day of March, 2007.

[Signature]
Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

BNSF RAILWAY COMPANY

By: Richard A. Margl

Name: RICHARD A. MARGL

Title: ASST VP CARLOAD EQPT

ATTEST:

By: _____

Name: _____

Title: _____

Executed on this 1st day of March, 2007.

[CORPORATE SEAL]

STATE OF TEXAS

COUNTY OF TARRANT

I, LORALEE M. SURIN, a Notary Public of the County and State
aforesaid, certify that RICHARD A. MARGL personally appeared before me this day and
acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 1st day of March, 2007.

Loralee M Surin
Notary Public

Commission Expires:

10-27-2007
(Notary Public)

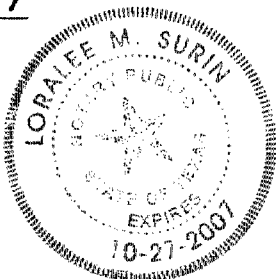


EXHIBIT A TO MEMORANDUM OF LEASE

NUMBER OF CARS: Eighty-five (85)

DESCRIPTION OF CARS: 4650/4750 cubic foot capacity covered hopper cars equipped with gravity pneumatic gates and round, trough hatches or combination (trough & round) hatches.

CAR NUMBERS:

FURX 816000	FURX 816043	FURX 816080
FURX 816002	FURX 816044	FURX 816083
FURX 816005	FURX 816046	FURX 816084
FURX 816007	FURX 816048	FURX 816085
FURX 816008	FURX 816050	FURX 816087
FURX 816010	FURX 816051	FURX 816147
FURX 816011	FURX 816052	FURX 816180
FURX 816013	FURX 816054	FURX 816187
FURX 816014	FURX 816055	FURX 816188
FURX 816015	FURX 816056	FURX 816191
FURX 816016	FURX 816057	FURX 816196
FURX 816018	FURX 816058	FURX 816199
FURX 816020	FURX 816060	FURX 816202
FURX 816022	FURX 816061	FURX 816203
FURX 816024	FURX 816062	FURX 816210
FURX 816025	FURX 816063	FURX 816214
FURX 816026	FURX 816064	FURX 816216
FURX 816027	FURX 816065	FURX 816219
FURX 816028	FURX 816066	FURX 816243
FURX 816030	FURX 816067	FURX 816244
FURX 816031	FURX 816068	FURX 816452
FURX 816032	FURX 816069	FURX 816471
FURX 816033	FURX 816070	FURX 816599
FURX 816034	FURX 816071	NDYX 838036
FURX 816035	FURX 816072	NDYX 838046
FURX 816036	FURX 816073	NDYX 838063
FURX 816038	FURX 816074	NDYX 838065
FURX 816039	FURX 816077	
FURX 816042	FURX 816078	